



MARVEL
POP
ART 12¢
PRODUCTIONS

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

30
NOV



ONLY THE BATTY
MARVEL BULLPEN
COULD PRESENT
SUCH A TRULY
DAZZLING
DISPLAY OF
DERRING-DO AS...
"THE
CLAWS
OF THE
CAT!"



BEFORE

Friend, dare YOU risk

APIME 10?

FOR A NEW MILLION DOLLAR HE-MAN BODY
STRENGTH-POWERED WITH 520 MIGHTY MUSCLES!
To Become A STAR IN ANY SPORT! A SUCCESS IN EVERYTHING!

Rush to me your LAST CHANCE coupon below, —
I'LL RUSH to you FREE My Professional Secrets

HOW TO GAIN UP TO 50 LBS OF MIGHTY MUSCLES!

HOW TO LOSE up to 50 lbs. of UGLY DANGEROUS FAT

FREE ALL FIVE \$5 WORLD-FAMOUS
PICTURE-PACKED ABC COURSES

1. How to Develop 16 to 18½ INCH BIG ARMS Powerful to land a knock-out blow fast.
2. How to Build a 45 to 52 INCH HEROIC CHEST Housing TIRELESS LUNGS for ENDURANCE. In Work, Sports, for ATTRACTING GIRLS!
3. How to Mold a BROAD MUSCLE-PACKED BACK and WONDER-WIDE SUPER-MAN SHOULDERS tapering to a SLIM PUNCH-PROOF WAIST.
4. How to Develop LEGS with MARATHON ENDURANCE.
5. How to Mold BIG MUSCULAR FOREARMS, A STEEL GRIP.

How to Become a FEARLESS SELF-DEFENSE FIGHTER.
OVERPOWERING ANY BULLY TWICE YOUR SIZE!

How to IMPROVE YOUR
HE-MAN LOOKS 1000%

One of my 181,000 pupils, John Sill, says

"I gained 60 LBS. of MIGHTY MUSCLES.

Just mail NOW the FREE book coupon below as I did.
YOU can add 3½ inches to EACH ARM—7 inches to your
CHEST. YOU Can Win \$100. and this Trophy—as I just
did—a \$1,000,000 Body—HANDSOME, HARD-
HITTING."

THIS AMAZING NEW BOOK in colors YOURS FREE

if you mail
coupon NOW.

Jam-full with 120 PHOTOS of STRONG MEN and CHAMPIONS once
WEAKER than you. See in their pitiful BEFORE Photos and Stories.
Scores of How-to-do-it Pictures show you how YOU can quickly and
easily become an OLYMPIC CHAMPION in STRENGTH, SPEED and
ENDURANCE. Mr. AMERICA in Build. Yes! in just THRILLING MINUTES
a day, in YOUR OWN ROOM, RAPID-FIRE, EASY as ABC FAMOUS PICT-
TURE METHODS show you how to Mold 16 inch ARMS of MIGHT, a big,
deep 45 INCH CHEST housing TIRELESS LUNGS; WIDE MANLY
SHOULDER—a BROAD BRAWNY BACK, tapering to a SLENDER WAIST
with punchproof STOMACH MUSCLES; LEGS of RUNNING POWER!
too, can WIN FAME and FORTUNE on TV or in the Movies, as a Physical
Director or Professional Athlete.

MAIL COUPON before it is too late!

AMERICAN BODY BUILDING CLUB, Dept. MA-510, GREAT NECK, NEW YORK

Mail me FREE all 5 WORLD FAMOUS STRENGTH TEST COURSES
including PHOTO BOOK of FAMOUS STRONG MEN, once weaklings:
How to Become one of Them.

☐ I enclose 10c for mailing and handling. I am under no other obligation.
I'm checking everything I need to give me the kind of body I want.

☐ I want to gain _____ lbs. (fill in). ☐ Triple my strength.

☐ I want to streamline my body, get rid of flabby fat.

☐ I want to add inches of muscle to my ☐ ARMS ☐ CHEST

☐ SHOULDERS ☐ POWERFUL LEGS ☐ SLIM WAIST

☐ I want to become a winning athlete. ☐ I want new pep.

NAME _____ AGE _____

DO NOT MAIL COUPON IF UNDER 14 YEARS OF AGE.

ADDRESS _____ PLEASE PRINT OR WRITE CLEARLY

CITY _____ ZONE _____ STATE _____

Let me know
how to get

FREE

\$100 worth

of Sports

Self-defense,

Strong-man

Stunts,

Courses,

Apparatus

How in minutes of
FUN a day

YOU

WILL BE MADE
into A

NEW ATHLETIC

HE

MAN

Jim Norman BEFORE
mailing coupon



"I'm PROUD
to be
seen
with
Jim
NOW!
Every-
body
adores
his build," says Nellie.
"Jim can lift the front
of a 2700 lb. car.
He amazes his friends!"

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"THE CLAWS OF THE CAT!"

IN WHICH OUR WEB-SPINNING WONDER ENCOUNTERS
A BRAND NEW FOE, WHILE FINDING HIMSELF STILL
BESET BY THE SAME OLD PROBLEMS! IT IS MORE THAN
LIKELY THAT THIS LITTLE EXCURSION INTO ADVENTURE
WILL MEET WITH YOUR UNQUALIFIED APPROVAL!



HEROICALLY WRITTEN
AND EDITED BY:
STAN LEE

HOMERICALLY PLOTTED
AND DRAWN BY:
STEVE DITKO

HASTILY LETTERED
AND BORDERED BY:
ARTIE SIMEK

AND NOW, WE BRING YOU ONE OF
THE MOST EAGERLY AWAITED
MOMENTS OF ALL--THE MOMENT
YOU BEGIN TO READ ANOTHER
MIGHTY MARVEL MASTERWORK...

LAST ISSUE, SHAKEN BY THE THREAT OF THE SCORPION, BETTY BRANT WAS ESCORTED HOME BY SPIDEY'S RIVAL FOR HER AFFECTIONS-- NED LEEDS--



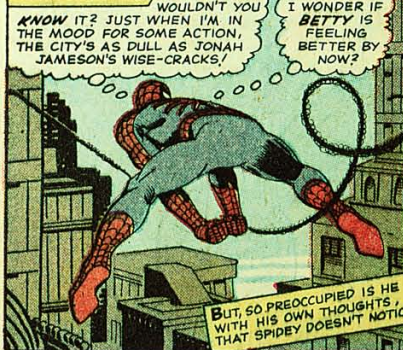
FRUSTRATED AND ANGRY BY THE SUDDEN TURN OF EVENTS, OUR HERO DID NOT REALIZE THAT HIS ELDERLY AUNT MARY WAS ATTEMPTING TO CONCEAL HER FAINTING SPELLS FROM HIM...



THAT NIGHT, WHEN THEIR NEIGHBOR, MRS. WATSON, DROPS BY, PETER BREATHES A SIGH OF RELIEF...



MINUTES LATER, A SWIFT, SILENT FIGURE EFFORTLESSLY SWINGS OVER THE SHADOWY STREETS BELOW...



WOULDN'T YOU KNOW IT? JUST WHEN I'M IN THE MOOD FOR SOME ACTION, THE CITY'S AS DULL AS JONAH JAMESON'S WISE-CRACKS!



BUT, I'M JUST SMALL POTATOES TO HIM! HE'S ONLY INTERESTED IN SUPER-POWERED WORLD MENACES!



A BURGLAR WHO HAS TO USE A SPECIAL TOOL, JUST TO BREAK A SIMPLE WINDOW LOCK WOULD BE BENEATH HIS NOTICE-- I HOPE!



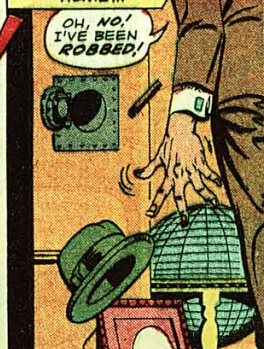
JUST AS I THOUGHT-- THE APARTMENT'S EMPTY! A PERFECT SET-UP FOR SOMEONE WITH MY PARTICULAR TALENTS!



PERFECT! THAT CHARGE IS JUST ENOUGH TO BLOW THE SAFE, WITHOUT MAKING SO MUCH NOISE THAT I'LL BE OVER-HEARD!



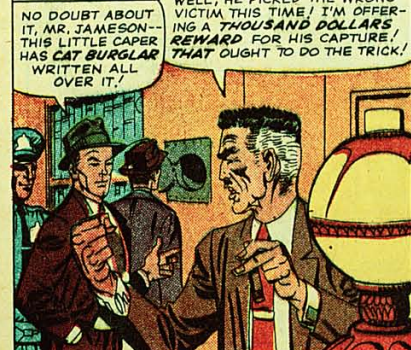
LATER THAT NIGHT, WHEN THE APARTMENT'S TENANT RETURNS HOME...



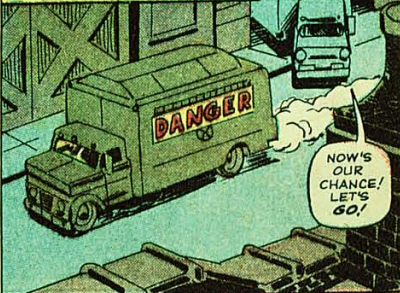
ALL MY STOCKS-- BONDS-- IMPORTANT PAPERS-- GONE! THE SAFE IS EMPTY! SOMEONE IS GOING TO PAY FOR THIS!



THEN, AFTER A HURRIED CALL TO THE LOCAL POLICE PRECINCT...



BUT, AT THAT VERY MOMENT, A TRUCK CARRYING A DANGEROUS BUT PRICELESS LOAD OF URANIUM DERIVATIVES TO THE FACTORY OF ANTHONY STARK, IS FOLLOWED BY A SECOND VEHICLE AS THEY SPEED DOWN A DESERTED STREET...

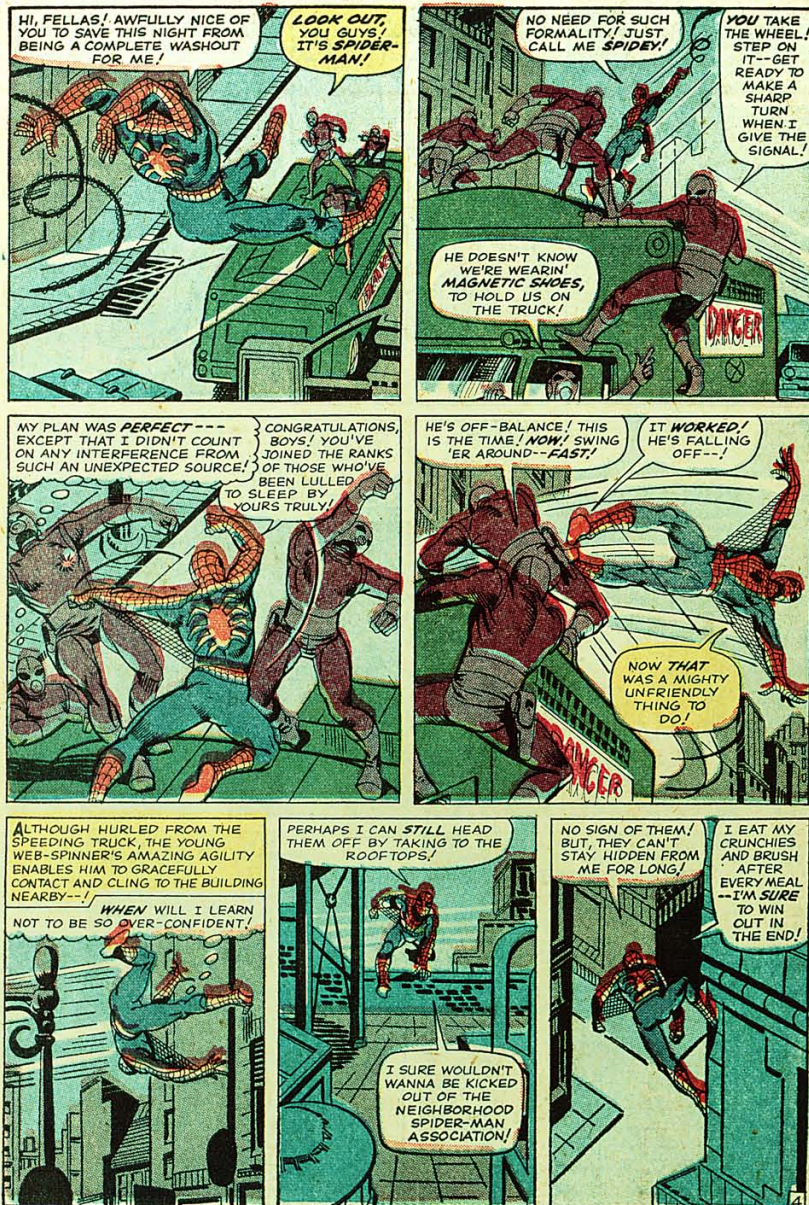


ONLY THE CAT COULD HAVE THOUGHT OF A SCHEME LIKE THIS!



JUST A WORD OF ADVICE, FRIEND! STOP THE TRUCK AND KEEP QUIET IF YOU WANT TO REMAIN AS HALE AND HEARTY AS YOU ARE RIGHT NOW!





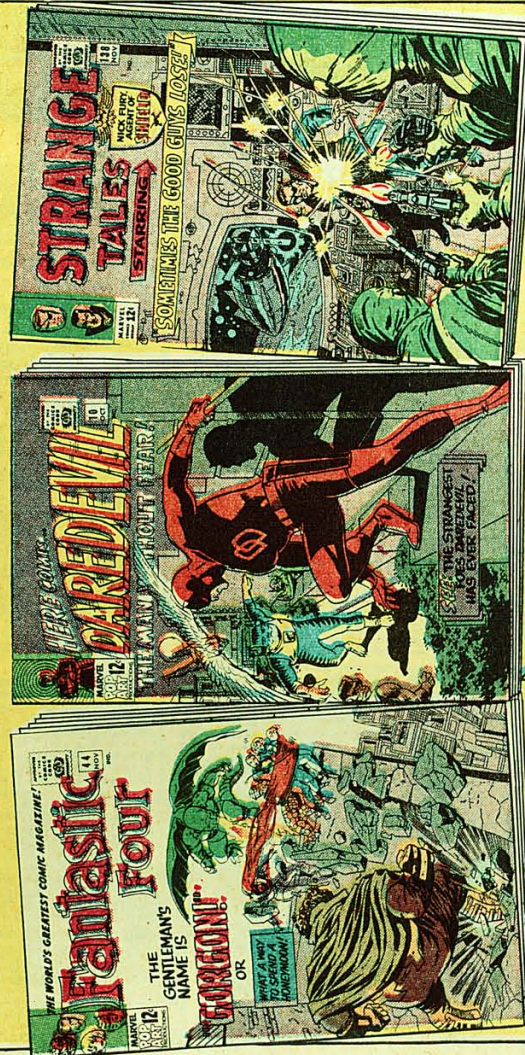
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TM & © 2004 MARVEL

MORE TRIUMPHS FOR MARVEL...!

KNOW YOUR
FELLOW
MERRY
MARCHERS!
HERE ARE
25 MORE
NAMES:

Louis Smith
Toledo, Ohio
Randy Myers
St. Louis, Mo.
Stanley Swartz
East Berlin, Pa.
Steve Steingard
Hillside, Pa.
Robert L. Brown
West Hartford, Conn.
David Turitto
New York, N. Y.
Alfred J. Coster
Atlanta, Ga.
Dick Finchem
Hazard, Ky.
Bob Price
St. Louis, Mo.
Carol Luskett
Conno, Miss.
Herbert Clark
Syracuse, N. Y.
John E. White
Norfolk, Va.
Tony Polera
Somerville, Mass.
Doris J. Lunt
Reading, Pa.
Leslie Krick
Reading, Pa.
Chris Shubata
Fresno, Calif.
Rick Dobson
Orcutt, Calif.
Mark Lunde
Kernos, B.C.
Fresno, Calif.
Jerry Younkis
Fresno, Calif.
Fred Alexander
Mark Spanski
Waterbury, Conn.
Robert E. Winham
Jacksonville, N. C.
James Campbell
Tama, Iowa
Brian V. Lane
Brooklyn, N. Y.



**"MAKE MINE
MARVEL!"**

**AS OL' IRVING
FORBUSH WOULD
SAY...**

TM & © 2004 MARVEL

Would You Like to Take in \$140 after Supper?

This is exactly what L. Burnett did while still employed. Here are his own words:

"I worked at my Duraclean business part time until I saw that I could make as much in a week as my job paid for a whole month. One night, after supper, I took in \$140. Since going full time, I've had single jobs running \$300 and more."

Mr. Burnett and one helper serviced this \$140 "after-supper" job. The national price guide

provides a Duraclean dealer a gross profit of \$6 per hour on EACH serviceman plus \$9 per hour on any service he himself renders. Your income is limited only by the number of servicemen you employ.

To own a business is much easier than you think. We show you how... step by step. The 24 page fully illustrated booklet we'll mail you (with no obligation) explains how most of your gross profit becomes a clear net profit to you.



Start while Continuing Present Job We furnish all the equipment...and help finance you

If you've wanted to be YOUR OWN BOSS... to become financially independent... have a fast growing income... and own a Nationally Advertised business, NOW YOU CAN! This business is easy to learn... easy to start... easy to service... and no experience is needed. We show you everything and furnish all equipment. At the start you can stay on your present

job, do servicing evenings or weekends, or you can line up jobs for your servicemen to do while your customer list grows. One switch to full time. One small job a day brings a good starting income... and you operate from your home phone. If you are reliable, honest, and willing to work to become financially independent, mail the coupon for complete facts.

It's Easier than You Think to Start Your Own Business

When you receive our illustrated booklet, you will see the way we show you step by step how to quickly get customers... how to steadily build more customers from their recommendations. All six services are rendered "on location" in homes, offices, hotels, theatres, churches, clubs, motels and institutions. These superior, safer and convenient methods are used throughout the world. National Magazine advertising explains

Start Small, Grow Big... in this Booming Business

Many men have said to us, "I can't afford to give up my job till I know I have a sure thing... a sound business that will provide both security and a better living for my family."

That made sense to us so we worked out such a plan. You can start small and grow big just as we did. A third of a century ago Duraclean was an idea... but it caught fire and spread rapidly to a worldwide service. It spread because it was based upon (1) superior processes and (2) proven customer-getting methods. You don't experiment. You use tested, proven methods. You have our backing and "know how."

Our first service, the care of carpets and upholstery, exemplifies these superiorities. It not only cleans; it enlivens the fibers... revives dull colors. Pile rises with new life. Furnishings are used again in a few hours.

the superior merits of your services, builds your customer confidence and brings job leads to you. You have pre-tested newspaper and yellow-page ads, commercials, and a full mailing program. Furnishings stores, insurance adjusters and decorators refer jobs to our dealers. The year 'round service is in constant demand. Investigate TODAY... before someone else takes your location.

There's no machine scrubbing. No soaking. Duraclean cleans by absorption. Mild aerated foam lightly applied, lifts out dirt, grease and many unsightly spots like magic. Government figures show \$750 million yearly potential just in rug and furniture cleaning. You have five other services... fully explained in the free booklet.

A few hundred dollars establishes YOUR OWN business. A day's profit more than takes care of the monthly payments we finance for you.

We furnish electric equipment and enough materials to return your TOTAL investment. It is surprisingly easy to learn this business. You can decide from the information we will send you whether to apply for a dealership. So, with no obligation whatever, mail the coupon TODAY.

Own a Nationally Advertised Business

Your Services Are Endorsed by McCall's Magazine, American Research & Testing Laboratories and by leading Carpet Mills & Furniture Makers

What Dealers Say:

Langdon Lawson: National advertising is tops, creates leads. In September, working alone, jobs totaled \$1,475.

Charles Randal: Business keeps growing. Made as much as \$120 in one day.

D. Kern: Duraclean's proven-best process and the continuous help from headquarters gave me a big jump on all competition.

George Byers: For University, my total billing was \$2,416. Total expense \$214.

Gerald Weltrauch: Three persons called me--saw Duraclean advertised in magazines.

Edward Hoy: A smoke damage insurance claim bill was \$186. All work was done by me in exactly 8 hours and 2 minutes.

W. C. Smith: Earned \$650 one week. Volume keeps getting bigger.

Service man for dealer C. Weed: Furniture was filthy black. When through, I was amazed how clean.

John E. Frost: First 2 months I grossed \$1,000 part-time.

Loren Farria: I'm proud to be independent at 30. I wish I had known about Duraclean earlier.

Earl Davis: Our sales increased \$17,660 this year.

Ed. Kramsky: In 2 years, now have two assistants, a nice home and real security for my family.

Mail this coupon TODAY it may put you in business

Duraclean Co., 5-210 Duraclean Bldg., Deerfield, Ill. 60015

With no obligation, mail letter with 24 page illustrated booklet explaining how I can increase my income and family security with a Duraclean Dealership.

Name _____ Address _____ City _____ State _____

FIND OUT--NO OBLIGATION

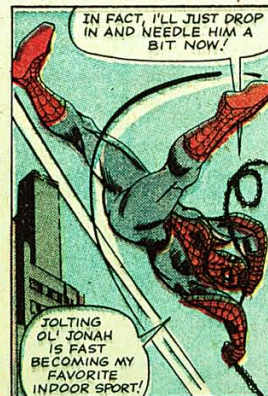
Resale Service

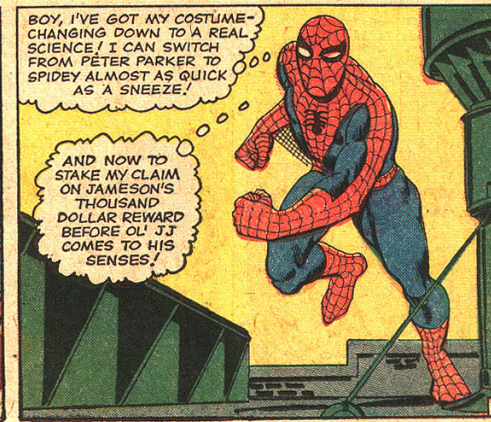
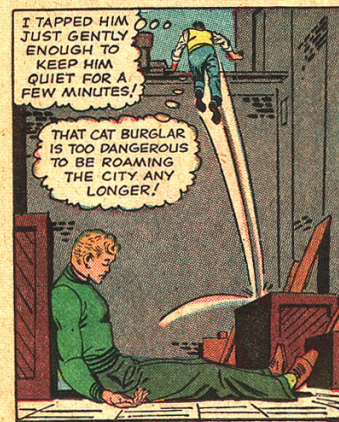
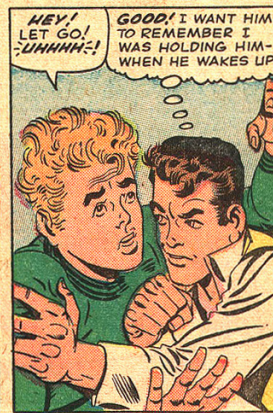
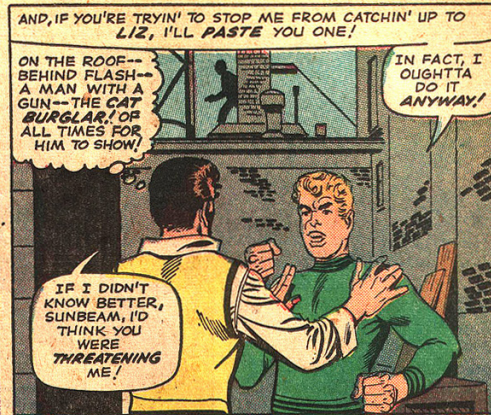
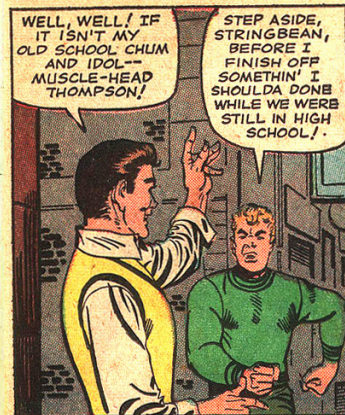
If, because of illness, moving or for any reason a dealer wants to sell, we maintain a service to locate buyers and to help him sell.

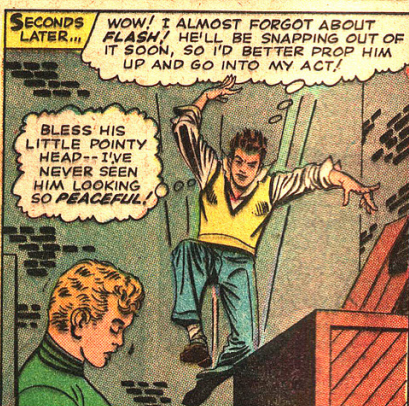
Dealerships resell at up to 10 times the dealer's cost. R. D. K., after 6 months, sold for \$2,000 above his cost. L. L., after 30 months, sold \$7,116 more than he had paid. The value of your dealership and franchise grows monthly.

FREE BOOKLET tells how to Start Your Own Business

With no obligation, we'll mail you a letter and 24 page booklet explaining this business... how and why your income grows... how we help finance you. Then decide if this opportunity truly offers you the dream of independence and a much bigger income. Your location could be taken tomorrow... so mail coupon today.







CONTINUED AFTER NEXT PAGE

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THROW YOUR VOICE

Throw your voice into trunks, behind doors, everywhere. Instrument fits in your mouth and out of sight. Fool teacher, friends and family. Free book on "How to become a Ventriloquist." No. 127 25¢

SILENT DOG WHISTLE

This whistle can't be heard by human ears, but Rover can hear it half a mile away. Your dog will understand that this whistle is for him alone. Be amazed how quickly he responds. No. 701 \$1.00

MUSICAL JUKE BOX BANK

Drop in a coin and the turntable revolves to a lulling melody. Just like the modern juke box that youngsters adore. Make savings a pleasure—money mounts up. Made of sturdy metal. 4 1/2" x 4". No. 05 \$1.50

MAGIC CARDS

Deck is marked and stripped. Can be read from the back but looks like ordinary deck. With instructions for 10 terrific tricks. No. 183 \$1.98

AMAZING MINIATURE RADIO

This tiny, feather weight radio operates without batteries, without tubes, but brings you years of listening pleasure. There's nothing to wear out, nothing to replace. No. 044 \$2.98

YOU, TOO, CAN BE TOUGH

Master Jiu Jitsu and you'll win any fight. This book gives all the grips, blocks, etc. which are so effective in counter-attack. FREE book on how to perform strong man stunts also included. No. 224 \$1.00

SEE BEHIND GLASSES

A specially treated pair of sunglasses with secret mirrors that enable you to see behind you without anyone knowing you're watching. Really comes in handy at times. No. 30 75¢

SURPRISE PACKAGE

Are you willing to take a chance? We won't tell you what you get, but because you're willing to gamble, we'll give you more than your money's worth. Only No. 678 50¢

WORMS

Drop these seemingly innocent pellets into a glass of water and magically a worm will appear. Can you imagine the look of horror on your victims face? It's harmless. No. 615 15¢

JOY BUZZER

The most popular joke novelty in years! Wind up and wear it like a ring. When you shake hands, it almost kills the victim off his feet with a "shocking sensation." Absolutely harmless. No. 239 Only 50¢

ONION GUM

You—Look like real chowing gum but tastes like onions! Its too funny to slice to a peak. No. 281 20¢

MONSTER SIZE MONSTERS

A full 6 feet tall in authentic full color and a very life-like you'll probably find yourself talking to them. We have these two all-time favorites—Dracula, the mad vampire and the mad vampire Dracula. Reproduced on Durable poster stock. No. F17 1.00

X-RAY SPECS

Sip on a pair of X-Ray Specs—your friends will think you can see right through them! Based on an optical illusion principle, they allow you to seemingly "see" the bones of your hands. Riotous fun at parties and parties. No. F17 1.00

MINIATURE SECRET CAMERA

Precision camera so small, it fits in cigarette pack. Weighs 2 1/2 ounces and takes 10 pictures per roll. Precision ground lens and time exposure shutter. Can be hidden anywhere. Complete with free roll of film. No. 788 \$1.00

ATOMIC SMOKE BOMB

Just light one and watch the column of thick, white smoke rise to the ceiling, mushrooming into a dense cloud, just like an A Bomb. No. 971 20¢

BIKE SPEEDOMETER

Now you can see how fast you're riding with this precision engineered speedometer for only 75¢. You can time yourself for racing, sports, distance. Just fasten it to your handlebar and go. No. 199 75¢

TRICK BLACK SOAP

Ordinary looking piece of soap. Victim washes face and gets blacker and blacker. When he gets a look in the mirror, he'll be shocked. Harmless. No. 575 Only 25¢

AMAZING NEW SPACE PHONE SET—2-WAY—SENDS—RECEIVES

You can talk back and forth between houses, from room to room and from secret hiding places because it's portable—no electric wires—no batteries. Employs the principle of transmission by diaphragms and taut string. No. 154 69¢

Honor House Prod. Corp.

Lynbrook, N.Y. Dept. 77GK10
Rush me the items listed below. If I am not 100% satisfied, I may return any part of my purchase after 10 days Free Trial for full refund of purchase price.

Item	Name of Item	How Many	Total Price

☐ I enclose in full payment. Same guarantee.
☐ Send C.O.D. I will pay postman on delivery plus postage.

Name _____
Address _____

Sorry, we cannot ship orders for less than \$1.00. Kindly add 15¢ for postage and handling to all orders.

TM & © 2004 MARVEL



PETER! I'M SO GLAD YOU CALLED! I'M GOING TO WORK THIS AFTERNOON, BUT I'D LIKE TO SEE YOU AS SOON AS POSSIBLE!

YOU WOULD? STAY RIGHT THERE, BETTY! I'LL BE OVER IN TWO SHAKES!



HEY, YOU LOOK LIKE YOUR OLD SELF AGAIN-- AND THAT'S TOPS WITH ME! I'M GLAD YOU'RE FEELING OKAY NOW!

I-I'M ASHAMED OF MYSELF FOR BEING SO SHAKEN UP BY THE SCORPION THAT TIME-- BUT AT LEAST IT'S ALL OVER NOW!

*THEY'RE REFERRING TO LAST ISSUE, NATCH! IF YOU MISSED IT, SHAME ON YOU!-- STAN.



WELL, ANYWAY, LET'S HEAR WHAT'S ON YOUR MIND! SOMETHING IN YOUR TONE OF VOICE TELLS ME IT WON'T MAKE ME JUMP FOR JOY!

OH, PETER--I-I DON'T KNOW WHERE TO BEGIN--!

TRY THE BEGINNING-- JUST FOR KICKS!



WELL, IN A NUTSHELL-- NED HAS ASKED ME TO MARRY HIM!

WHWHEW! NUTSHELL, MY FOOT! THAT'S A WHOLE PEANUT FACTORY!

I'VE GOT TO THINK FAST! NOW I HAVE TO TELL HER THAT I'M SPIDER-MAN! THEN, I'LL PROPOSE TO HER MYSELF!



I'LL APPROACH IT CASUALLY-- DON'T WANT TO SHOCK HER TOO MUCH--!

NED'S A GOOD GUY, I GUESS! HE DID TRY TO HELP YOU AGAINST THE SCORPION! OF COURSE, HE'S NO SPIDER-MAN, BUT--

DON'T MENTION SPIDER-MAN! IF NED WERE ANYTHING LIKE HIM, I WOULDN'T EVEN CONSIDER HIS OFFER!

UHP!



I'VE HAD ENOUGH EXCITEMENT IN MY LIFE-- ENOUGH WORRIES! I STILL REMEMBER WHAT HAPPENED TO MY BROTHER! I COULD NEVER LOVE AN ADVENTURER-- A MAN WHO RISKS HIS LIFE EACH DAY!

OH--I-I NEVER THOUGHT OF IT THAT WAY--!



I WANT A MAN WHO HAS A GOOD, STEADY JOB-- WHO COMES HOME EACH NIGHT, TO HIS PIPE, AND HIS PAPER-- AND TO ME!



THAT'S WHAT FIRST ATTRACTED ME TO YOU, PETER! YOU WERE SO STUPIDOUS-- SO SINCERE! YOU WERE A GOOD STUDENT-- A HARD WORKER-- YOU EVEN WORKED AFTER SCHOOL, TAKING PICTURES, TO MAKE EXTRA MONEY!

WHY-- WHY DO YOU LOOK THAT WAY? DID I SAY SOMETHING WRONG--?

NO--!



YOU DIDN'T SAY ANYTHING WRONG-- NOT A THING!

I GET THE PICTURE! NED LEEDS IS THE GUY FOR YOU-- I GUESS IT WAS ALWAYS HIM! HE'S JUST WHAT YOU WANT-- A PLAIN, HARD-WORKING, AVERAGE JOE! WELL, GOODY FOR BOTH OF YOU!

GO AHEAD AND MARRY HIM! YOU PROBABLY DESERVE EACH OTHER! WHAT DIFFERENCE DOES IT MAKE TO ME?!

PETER! WHAT ARE YOU SAYING?? WAIT-- I DIDN'T MEAN TO-- PETER! DON'T GO-- PLEASE!



SLAM!

IT'S YOU I LOVE! IT'S ALWAYS BEEN YOU! OH, PETER-- WHY DIDN'T YOU LET ME EXPLAIN...



WHY WOULDN'T HE LISTEN?? WHAT IS IT THAT ALWAYS STANDS BETWEEN US? THE ONE SECRET HE KEEPS LOCKED WITHIN HIM-- THE SECRET HE NEVER SHARES, OR TALKS ABOUT--!



AND, OUTSIDE THE HOUSE, A YOUTHFUL FIGURE STANDS-- OBLIVIOUS TO EVERYTHING SAVE THE ACHE IN HIS HEART...!

THAT TEARS IT FOR GOOD! IT'S OVER! I'VE LOST HER!



WHILE, IN THE OFFICE OF JONAH JAMESON...

EVERY TIME THAT BLASTED PHONE RINGS, I'M AFRAID IT'S THE NEWS THAT SPIDER-MAN HAS CAPTURED THE CAT!

RING!



MR. JAMESON-- THIS IS FOSWELL! NO-- THERE ARE NO LEADS SO FAR, BUT I'LL KEEP AT IT!

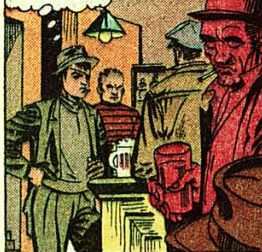
DON'T COME BACK TILL YOU'VE FOUND THE CAT-- NO MATTER HOW LONG IT TAKES! SLAM!



IF I HAVE TO PAY THAT REWARD MONEY TO MY WORST ENEMY, I'LL NEVER LIVE IT DOWN! IT'S BAD ENOUGH SHELLING OUT A COOL GRAND TO ANYONE-- BUT TO SPIDER-MAN-- OHHHH!

AND SO, THE VARIOUS CHARACTERS IN OUR DRAMATIC LITTLE WEB OF LIFE EACH GO THRU THEIR PACES UNDER THE GUIDANCE OF AN INSCRUTABLE FATE...

IF I HANG AROUND PLACES LIKE THIS LONG ENOUGH, I'LL GET A LEAD ON THE CAT SOONER OR LATER...



WHILE, FOR A SADDENED PETER PARKER, THE SEARCH FOR THE CAT HAS BECOME ALMOST FORGOTTEN...

THERE'S NO WAY OUT! SHE'D NEVER HAVE ME AS I AM--AND I JUST CAN'T GIVE UP BEING SPIDER-MAN!



SO, SHE'LL END UP MARRYING LEEDS--AND LIVING THE QUIET, UNEVENTFUL LIFE SHE DREAMS OF! THERE'S ONLY ONE THING I'VE GOT TO FIGURE OUT--

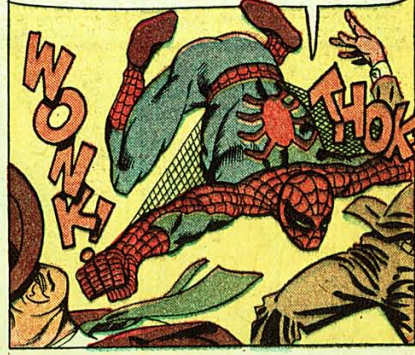
--HOW DO I FORGET ABOUT THE GIRL I LOVE??



WE CAN'T LET HIM STOP US NOW! GET 'EM, WHOOOOP! WHERE'D HE GO??



I'M REALLY DOING YOU BOYS A FAVOR! WITH THE HIGH PRICE OF BULLETS TODAY, YOU'LL GO BROKE IF SOMEONE DOESN'T STOP YOU!



CRACK!
A SHOT! THAT MEANS TROUBLE!
IT'S JUST WHAT I NEED! ACTION--WORK FOR SPIDER-MAN!



BANK ROBBERS! THIS IS ALMOST TOO GOOD TO BE TRUE!



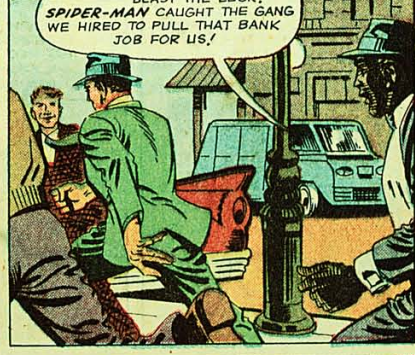
KEEP RUNNIN'! WE'RE GETTIN' AWAY CLEAN AS A WHISTLE!



NOW, HOLD STILL, LITTLE CHUMS, AND I'LL HAVE YOU SAFELY BEHIND BARS BEFORE YOU KNOW IT!



AND, AS THE INEVITABLE CROWD BEGINS TO GATHER, A CRUISING TRUCK SLOWS DOWN ACROSS THE STREET...



CORRECTION, FELLAS! DID YOU EVER HEAR OF A DIRTY WHISTLE??



BEHIND US--! LOOK OUT, IT'S SPIDER-MAN!

BEHIND US?? WHERE? I DON'T SEE ANYTHIN'!!

NEITHER DO I!

WHEEEEEOOO! OL' SPIDEY RIDES AGAIN!



I KNEW THE CAT SHOULDN'T HAVE TRUSTED ANYONE EXCEPT HIS OWN GANG!



THEY BOTCHED THE CAPER, BOSS, BUT THERE'S ONE GOOD THING ABOUT IT! THEY'RE JUST HIRED HOODS! THEY WON'T BE ABLE TO SPILL THE BEANS ABOUT US!



THAT'S TRUE ENOUGH, BUT SPIDER-MAN IS BEGINNING TO BE A NUISANCE! IT MIGHT BE NECESSARY FOR ME TO TAKE STEPS TO STOP HIM BEFORE HE BECOMES TOO DANGEROUS TO MY FUTURE PLANS!



MINUTES LATER, A CRESTFALLEN YOUNG MAN WEARILY WENDS HIS WAY TO A QUIET LITTLE HOUSE IN FOREST HILLS...

A TYPICAL PARKER DAY! I LOST MY GIRL-- COULDN'T FIND THE CAT-- AND DIDN'T EVEN HAVE A TOKEN FOR THE SUBWAY RIDE HOME!



WHILE, IN HER BEDROOM UPSTAIRS...

FOOTSTEPS! IT MUST BE PETER, RETURNING!

I MUSTN'T LET HIM REALIZE THAT I FELT SO DIZZY I HAD TO LIE DOWN...



HI, AUNT MAY! GOT ANY OF THAT GROOVY APPLE PIE LEFT??

YES, DEAR-- IT'S IN THE FRIDGE!

GOOD! THAT'S FOR ME!



BY THE WAY, PETER-- BETTY BRANT CALLED QUITE A FEW TIMES! SHE ASKED ME TO BE SURE TO HAVE YOU CALL HER WHEN YOU CAME IN.

OH NO!



WHAT'S THE USE OF PROLONGING THE AGONY! THERE'S NOTHING MORE THAT EITHER OF US CAN SAY! IT'S ALL OVER-- I MIGHT AS WELL LET IT REMAIN THAT WAY!



THEN, AFTER A PIECE OF APPLE PIE WHICH THE SADDENED YOUTH HAD EATEN OUT OF SHEER HABIT, HARDLY TASTING A MOUTHFUL...

AS YET, JONAH JAMESON'S THOUSAND DOLLAR REWARD FOR THE CAT IS STILL UNCLAIMED! HE HAS NOT BEEN HEARD FROM SINCE--

SURE! JUST MY LUCK-- HE'S PROBABLY RETIRED!

YEP! THAT'S WHAT I'LL DO! I'LL GRAB ME A BUNDLE, AND THEN SETTLE DOWN AND DREAM UP A PLAN TO GET RID OF SPIDER-MAN!



BUT, ANOTHER IS WATCHING THAT SAME NEWSCAST-- A COLD-EYED MAN CHORTLES IN GRIM SELF-SATISFACTION...

SO FAR, SO GOOD! NOBODY SUSPECTS THAT AN ORDINARY SECOND-STORY MAN LIKE ME IS ALSO THE UNCATCHABLE CAT BURGLAR!



THE POLICE CAN'T WATCH EVERY BUILDING IN TOWN! I OUGHTTA TRY ONE MORE HAUL BEFORE I DECIDE TO LAY LOW FOR A WHILE --JUST TO KEEP MY HAND IN!



CONTINUED AFTER NEXT PAGE

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Make extra money next week end! Just visit with friends, relatives and neighbors on Saturday mornings and show them how they'll "walk on air" in Mason comfort shoes! Many a man sells 2, 3, 4 or 6 pairs of Mason shoes on Saturday mornings alone --without "knocking himself out" and makes as much as \$5 to \$20 or more extra for 2 or 3 hours of his time. You keep all of your profits! We furnish you a FREE selling outfit containing everything you need to start making money right away. We carry the stock for you and ship the shoes for you--your profit is clear. You never invest a cent. And think what you'll save on your own shoes, too!

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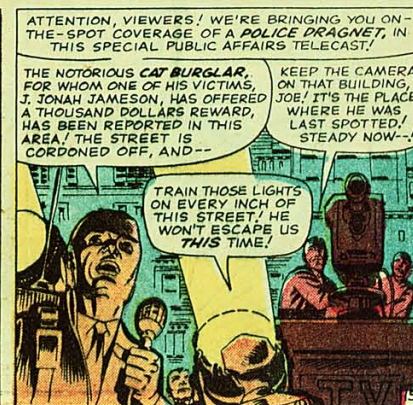
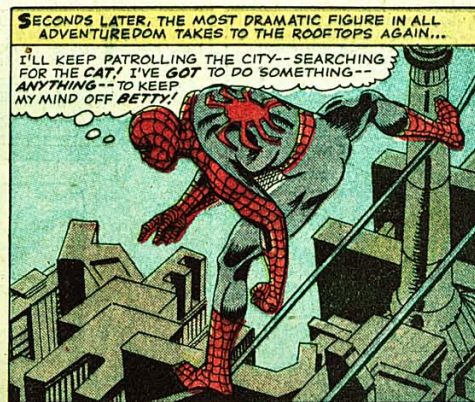
Fill out and mail coupon below. We'll rush you your FREE Selling Outfit. Kit features 230 fast-selling shoe styles, plus foolproof measuring equipment--and "How To Make Extra Money" booklet. Send no money now or later. Just rush the coupon for your FREE Selling Outfit... enjoy some extra money next Saturday!

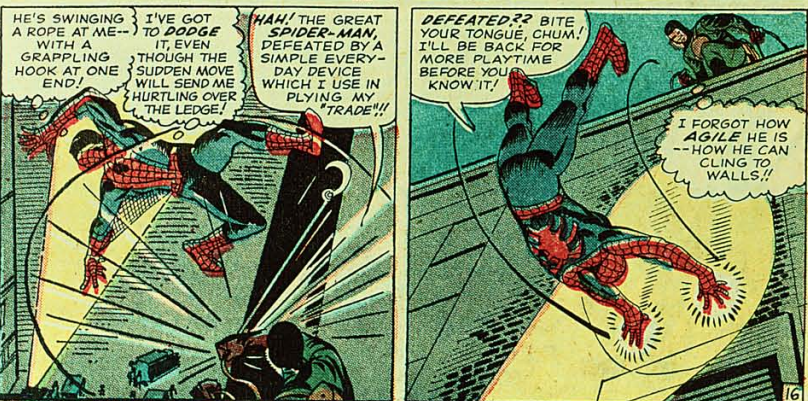
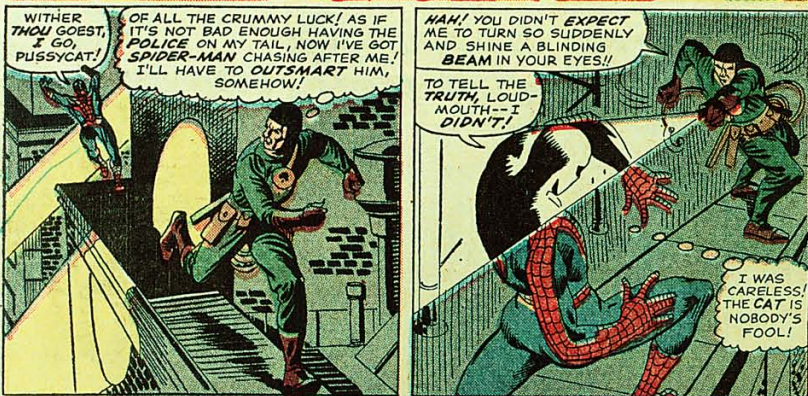
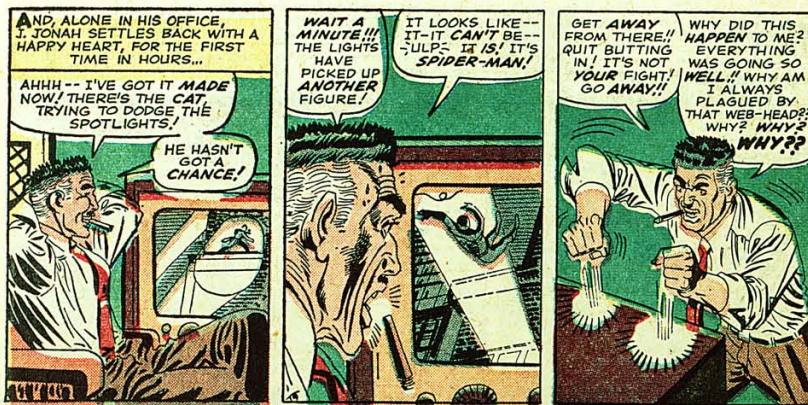
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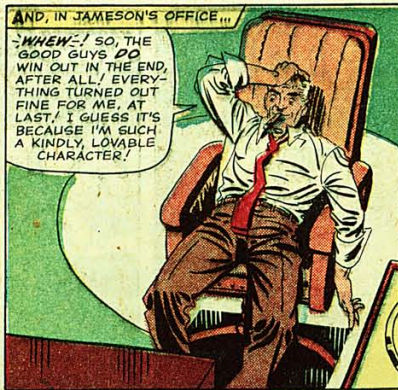




AND, AS THE NOW-SUBDUED CAT BURGLAR IS QUIETLY LED AWAY...

ANYWAY, IT WON'T BE A TOTAL LOSS! I'LL BE ABLE TO SELL THESE PHOTOS OF THE CAT'S CAPTURE TO JOLLY JONAH FOR A TIDY SUM!

THOUGH I SURE HATE TO SEE THAT LUCKY GUY GET OFF THE HOOK WITH THE REWARD SO EASILY!



AND, IN JAMESON'S OFFICE...

"WHEN? SO, THE GOOD GUYS DO WIN OUT IN THE END, AFTER ALL! EVERYTHING TURNED OUT FINE FOR ME, AT LAST! I GUESS IT'S BECAUSE I'M SUCH A KINDLY, LOVABLE CHARACTER!"



LATER, WHEN PETER BRINGS THE NEWLY-DEVELOPED PHOTOS TO THE "DAILY BUGLE" OFFICES...

PETER! I'VE BEEN HOPING YOU'D DROP BY! I SIMPLY MUST TALK TO YOU--!

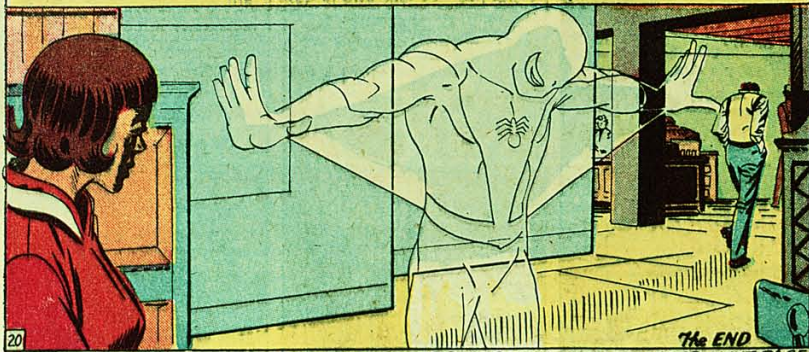
WHY BOTHER, BETTY! THERE'S NOTHING MORE FOR US TO SAY. LEEDS PROPOSED TO YOU-- AND HE'S THE KIND OF GUY YOU WANT! SO, LET'S JUST LEAVE IT AT THAT!



NOT BAD, PARKER-- NOT BAD! OF COURSE, THEY'RE NOT WORTH MUCH IN COLD CASH, BUT I CAN AFFORD TO BE GENEROUS, SEEING I SAVED THE REWARD MONEY!

PAY ME WHATEVER YOU WANT TO, MR. JAMESON! I DON'T CARE! NOTHING SEEMS TO MATTER MUCH --ANY MORE--!

AND SO, WE TAKE OUR LEAVE OF PETER PARKER FOR NOW, AS HE AND THE GIRL HE LOVES GO THEIR SEPARATE WAYS-- BOTH TRAGICALLY KEPT APART BY THE MYSTERIOUS, EVER-PRESENT FIGURE WHOM THE WORLD KNOWS ONLY AS-- SPIDER-MAN!



NOTE: OUR LETTERS SECTION APPEARS AFTER NEXT PAGE... TM & © 2004 MARVEL

If you are 15 or under—here's an easy way to Make up to \$1000 IN AN HOUR ON SATURDAY MORNINGS!

Just show your uncles, aunts, friends and neighbors beautiful Doebla Christmas Cards at DISCOUNT PRICES!

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I BET you can think of a dozen people, who'll be glad to order these beautiful Christmas Cards from you. The folks next door, for instance. Or your relatives. Or friends of the family. Even your own parents! They're all going to buy Christmas Cards anyway, right? So think how grateful they'll be when you let them order your gorgeous cards at BIG DISCOUNTS!

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| ☐ Your friends' parents | ☐ Local merchants and business people, and many others |

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THE SPIDERS' WEB

SEND YOUR LETTERS TO:
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Dear Stan and Steve,

I quit reading comics about five years ago, but one day last summer I accidentally discovered SPIDER-MAN. He was so different from the super-heroes that I was used to reading that I couldn't believe it. I tried the rest of the group and am now a fan of all your costumed crime-busters. All I can say about Stan Lee's writing is that it's the greatest. What I'm really interested in, though, is the artwork. Since I'm an art major and an aspiring cartoonist, my favorites are Steve Ditko and Wally Wood. I have a couple of complaints about Steve, though. I don't like the way he draws females. Sometimes they are all right (like that white-haired chick in DR. STRANGE) but other times they're not. In SPIDEY #24 Liz Allen looked like a 30-year-old woman in a couple of panels. I also wish that Flash Thompson would change his sweater and that Betty and Liz would develop better taste in clothes. Other than that, Steve Ditko is terrific. Jack Kirby is a master at drawing super-scientific machinery, exotic locales, and fight scenes, but his figures sometimes fail to satisfy. His best work is in TALES OF AS-GARD. Don Heck and Bob Powell do very good illustrating. Keep up the good work, because in my humble opinion, Marvel is the best company in the business.

Larry Goka, Michigan State University
East Lansing, Mich.

That's no humble opinion, Larry. You've just proven that you know the best when you see it, boy! But, one thing's buggin' us—you didn't say *seah* business!

—By now, practically all of you are mirthful Merry Marchers, all resplendent in your colorful Marvel T-shirts and writing up a storm with your swingin' Marvel stationery! But, if you've been wondering what little goodies we're gonna come up with for you next, be of stout heart! We're working on a zillion new gimmicks, and as soon as we get them ironed out, you'll see that the House of Ideas hasn't lost its Marvelous touch! (Imagine what we'd say if we were the boastful type!)

Dear Stan and Steve,

Recently, I was looking through a MAD magazine when I just happened to see a Department entitled, "Seeing Isn't Always Believing." It was about the way newspapers print photos that don't tell the whole story. The name of the newspaper in the magazine just happened to be called the Daily Bugle! How J.J.J. ever convinced Alfred E. Neuman to plug his newspaper I don't know! Three cheers Manuel Palau, 4701 Fordham Rd., College Park, Md. 20740

So! Now we have fans cheering for Jonah! Next, some of you will be proposing the Green Goblin and Scorp for membership in the M.M.M.S.! (Of course, if they pay their dues, why not—?)

Dear Stan,

I've been following SPIDER-MAN ever since its conception and I felt the quality of its stories was far above any other. But now my faith is faltering. You have cluttered this mag up with insignificant hoods! The Green Goblin, Frederick Foswell, and Jonah's Robot were pretty silly! Please get off this kick. His fighting the Hulk, the Avengers, Dr. Doom, and his joining with Daredevil all were excellent. To compare the crumb called the Crime-Master or one of those Masters of Menace to these epics is futile. Bring back the Scorpion—he was great! Let's see some guest appearances by Spidey. I would like to thank you for past issues. I enjoyed them all but lately you've been giving us a soap opera.

Richard McCabe, 368 63rd St.
Brooklyn, N.Y. 11220

You may be right, Rich. As soon as the comments about your letter start pouring in we'll know for sure. But, till then, we don't know nothin'—as usual!

Dear Stan and Steve,

You're beginning to turn SPIDER-MAN into a love mag! I'm not against love but it takes up half the mag. Let me give you an example: Liz: "Hello Petey, Good-bye, Petey, Your tie's crooked, Peter!" Peter: "Hello, Liz, Meet Betty Brant..." Of course, Liz... Sure, Betty... Betty: "Hello, Miss Allen—yes, we've met—good-bye, Miss Allen." Yeesh! In SPIDER-MAN #25 the action didn't start until page 11. That's pretty far to read before you find some excitement! So, I'm for no more love, I'm for action!

Carey Bert, 2122 Milburn Blvd.
Mishawaka, Ind.

Listen, Carey,—any guy who thinks that "Hello, Petey, your tie's crooked, meet Betty Brant, good-bye, Miss Allen" represents *love* would certainly prefer action! So, we're with ya all the way, pal!

THE MIGHTY MARVEL CHECKLIST

A Line-Up Of Some Of The Marvelous Mags On Sale Right Now!

FANTASTIC FOUR #44: The one you've been waiting for! The first tale ever told of the F.F. after Reed and Sue are married! With a brand-new super-villain, all-new problems, and the return of—ow, why say more? It's the greatest yet!

AVENGERS #21: This is the one! The new Avengers have been mighty successful so far, but now they suffer their first defeat! We can't tell you any more now without ruining the dramatic surprises—but don't dare miss it!

X-MEN #13: Of all the super-villains since time immemorial, possibly none have ever equalled the Juggernaut in sheer power or stark savagery! And now, he faces the seemingly helpless X-men!

DAREDEVIL #10: A real collector's item! On a dare, Stan let Wally Wood write this one, and it's the most off-beat mystery in years! Wait'll you see the far-out super-villains and the panicky plot twist! Sure to be talked-about everywhere!

THOR #121: Possibly the greatest action scenes of all! You'll never forget the staggering battle between Thor and the Absorbing Man! It's King Kirby at his powerful best, revealing all the power and majesty of the God of Thunder!

STRANGE TALES #138: We don't want to say too much about Nick Fury, Agent of Shield, because this mag has been selling so fast that we can't print enough copies each month! So, we'll tell you that the Dr. Strange yarn is entitled: "If Eternity Should Fall"—and it'll STILL sell-out!

SUSPENSE #71: You must not miss Iron Man's greatest triumph! It's the most heart-warming, satisfying conclusion we've ever presented! As for Captain America, George Tuska's artwork will leave you breathless! We kid you not!

ASTONISH #73: Who says lightning doesn't strike twice? The Sub-Mariner has become as big a hit as Agent of Shield! And wait'll you see what happens to poor Dorn! In this! As for the Hulk, if sending him to another planet doesn't whet your appetite, we give up!

SGT. FURY #23: Another Marvel first! Fury fights in Burma—while you learn the secret of Percy Pinkerton's past for the first time! (And you'll never forget the gentle, courageous Sister Theresa!) An unusually powerful epilogue!

Dear Stan and Steve,

I just bought and read SPIDER-MAN #s 24 and 25 and I don't know which one I liked best. They were both great. Well, since I have just read them both I might as well compare the two. #24 had the best cover. I loved the shading on Spidey's uniform. I almost went mad just looking at it! At first I thought I was holding it upside down, so I turned it over. Then, to my dismay, I found that the first page was printed upside down. So, I closed and tried again only to find that the whole thing was sideways! At this moment I got a headache and dropped the magazine. When I retrieved it from under my desk I found that the cover had

disappeared! I found out soon that I was looking at the back cover. For a while, I thought that you had written the story backwards. Finally, I threw the mag down in frustration and sat at my desk brooding. I finally figured out that the Code Authority seal is usually in the upper right hand corner and took it from there. Well, the story was terrific! I got a big laugh out of the top panel on page 14 where you have Dr. Hinchart sitting on the ceiling with the words in the word balloon upside-down. A riot! I was really surprised to see that Misterio was behind it all. Y'know, I was waiting for just one picture showing Spidey clobbering J.J.J. in the mouth! Just one picture!

#25 was neat! Love that title. That could have all kinds of possibilities! First of all, I like the beginning because it started right where the last one left off. I thought I would flip when Betty and Liz came to the door at the same time. I also like the mysterious Mary Jane. I hope we can see her some time. She must be something to make Flash turn his head. That boy's got good taste—look at Liz! The plot in this issue was quite the same as #24 up till the end. I was afraid that Prof. Smyth would turn out to be Misterio again and I couldn't stand that. Here is a list of the things I would like Spidey to do in the near future: 1) Punch J.J.J. in the mouth! 2) Team up with Torch and Ice-Man at the same time. 3) Battle Prince Namor. 4) Make a final choice between Liz and Betty. 5) Get into college. 6) Battle the Beast.

Jack Harris, 206 Oakwood Rd., Fairfax
Wilmington, Delaware

We're glad you got a laugh out of that upside-down panel, Jackie—except Stan didn't know it was supposed to be funny! As for your list of things for Spidey to do—Chee! It's almost as long as the shopping list Aunt May sometimes gives him! How'd you like it if Spidey gave you a list of things to do? In fact, that's not a bad idea. Maybe some time in the future, we'll have a page of letters from Webhead to all of you! But don't hold your breath waiting—he's kinda busy these days—as you may have noticed!

—We've mentioned it so often, we just can't go into detail about it again, but I do want to remind you that all our adorable ANNUALS are now on sale! They include: The frankly fabulous FANTASTIC FOUR ANNUAL blockbuster—the SPIDER-MAN ANNUAL knockout—the THOR ANNUAL epic—the SGT. FURY ANNUAL ring-a-ding-a-roo—and the MARVEL TALES ANNUAL lolalolalol! We won't mention the MILLIE THE MODEL ANNUAL, because we don't think you'll be too interested! (Who says we can't write with restraint!)

Dear Stan and Steve,

Just a note to compliment you on the AMAZING SPIDER-MAN. From the very first it has been your best effort in the present era of pop-art magazines. I am now working on the DEW line in Alaska in an area which is just about as isolated as any spot on the earth. Because of my remote location, I have to subscribe to all your marvelous mags. (There just are not enough supermarkets on DEW line sites.) Well, so long, gang. I just received my M.M.M.S. kit and I have to go listen to that crazy record. Ronald Dickinson c/o FEC Box 487
Fairbanks, Alaska

Hope you enjoy it, Ron. (Although, for any guy who'd subscribe to all our mags, we oughta get Spidey to go up North and recite it to you personally!)

Dear Stan and Steve,

SPIDEY #26 was your best effort yet. There was not a fault in the entire book. I will dissect it to show you what I mean. First, the cover—it was forcefully dramatic, and I was glad that you didn't ruin it by plastering it with

mighty Marvel wisecracks and slogans. Next, the artwork—it was beautifully drawn. My favorite art work panels were on pages 12, 13, and 19. Thirdly, the plot—it was stupendous. The idea of a super-hero who has no costume and has to buy one at a costume store is deliciously different. I am glad to see that Peter proved he wasn't an egg-head when he attacked the group of boys on page 7. Liz's getting mad at Peter is good, since it will prevent further competition between Liz and Betty. So, in the mighty Marvel tradition, I will utter those romantic words while a trio of spiders play violins—tuft said!

Andrew Goldwasser, 1018 Bendermere Ave.
Wanamassa, NJ

"Nuff said? Whatever on earth does that mean?"

Dear Stan and Steve,

I read SPIDER-MAN #26 and it was pretty good. I say "pretty good" because it could have been much better. Also, there is one request which I want to make known to you. After revealing the story behind Frederic Foswell in issue #27, get rid of this mystery jazz. In #28 there was not enough action. I almost dozed off. I hope you don't bring back old super-villains. Instead, I hope you dream up new ones. Even though I stated that the story could have been better, I think the art work was superb. The cover was especially good. One fan stated that he liked your competitors' mags better than yours. If so, how come he buys Marvel?? And as for competitors, fellas, you don't have any!

Edward Fabrega, 13-20 137th St.
College Point, N.Y.

We know it, Ed—and you know it—but somebody's publishing all those mags we see on sale—after ours are sold out!

Dear Stan and Steve,

SPIDER-MAN #26 was great! Let Spidey find his costume, because nothing but the real thing is good enough for him. Besides he stuck himself enough times with the needle to earn it! Let's have a look at Mary Jane. From all indications she must be a knockout. In closing, I think that the Merry Marvel Marching Society should be changed to the Make Mine Marvel Society. It could still then be called the M.M.M.S.! Vic Miller, 208 Park Ave.
Somerville, N.J.

It took us all this time to learn what M.M.M.S. stands for, Vic—and now you're trying to confuse us again! But, tell us what—if we ever form a new club, who knows—?

Dear Stan and Steve,

SPIDER-MAN #26 was a masterpiece! The quality of your stories is beginning to rise after a sharp drop between #s 6 to 24. "The Man in the Crime-Master's Mask" was as good as #9 and #10, my favorites. Even the art was good—there weren't any turned-up feet! But the main reason I was truly overjoyed was the fact that the story had a plot to it. Issues #16 to 24 had no real plots, except for #s 18 to 20. All there were in these issues were fights, with Spider-Man winning. I know this isn't Stan's fault. He has to write so many scripts each month that he's doing very well managing to get all the stories out! But for real Marvel magic, SPIDER-MAN #26 can't be topped!

Tommy Hickman, 401 N.E. 6th St.
Tulia, Texas

Oh no? What did you think of 27—and 28—and 29—eh, Tom?

—Here's your chance to prove how loyal you are to ol' Spidey! Without us telling you anything about next ish, let's see if you'll all be sure to buy it! Remember, we're putting you to a test now—for all you know, we may be scoring you! Anyway, till we meet again next month, keep your webs untangled and your spirits high—and be sure to wave when we all march by! Face front!

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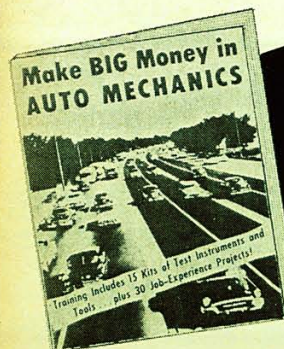
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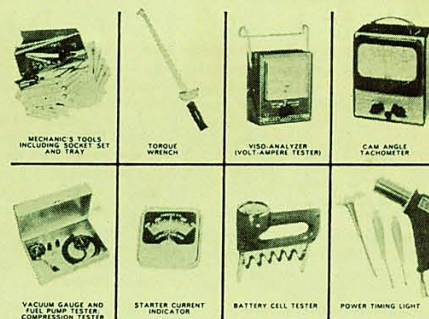
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Some of the People Dorne Has Helped

Herb Smith was a payroll clerk. Soon after he started studying with us, he landed an art job with a large printing firm. This was four years ago; today he's head artist for the same firm.

Don Golemba of Detroit is another. He stepped up from railroad worker to the styling department of a big automobile company—by showing his work with the School. Now he helps design new-car models.

Pat Browning wanted to escape from her dull typing job to something creative. Soon after studying with us, she was promoted to full-time artist with the same firm—at much more money.

With the right training, Wanda Pickulski gave up her typing job

to become fashion artist for a local department store.

Eric Ericson worked in a garage while he studied art at night. Today he is a successful artist, earns seven times as much, and is building a new home for his family.

Long before Albert Dorne started looking for people who like to draw, they came to him for advice and help. Since he alone could help only a few of these people, he called together America's most successful artists—men like Norman Rockwell, Jon Whitcomb, Stevan Dohanos and Al Parker.

A Plan to Help Others

He said: "All over America, there are people who like to draw, who could be turned into good artists. Why can't we give these people the training they need—including all the trade secrets and know-how we've learned over the years? I'm suggesting a new kind

America's 12 Most Famous Artists

Norman Rockwell	Fred Ludekens
Jon Whitcomb	Ben Stahl
Al Parker	Robert Fawcett
Stevan Dohanos	Austin Briggs
George Giusti	Harold Von Schmidt
Peter Helck	Albert Dorne

of school—a home-study art school that would give talented people the best professional art training, no matter where they live."

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